

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Re: D.I. 1556, 1923**

**CERTIFICATE OF NO OBJECTION REGARDING FIFTH POST-CLOSING  
DESIGNATION NOTICE**

Sophie Rogers Churchill, counsel to the above-captioned debtors and debtors in possession (the “Debtors”), Simon Fraser, counsel to Variety Stores, LLC (“Variety”), and Gregory Taylor, counsel for Gordon Brothers Retail Partners, LLC (together, “Counsel” for the “Parties”), certify as follows:

1. On January 2, 2025 the Court entered the *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [D.I. 1556] (the “Sale Order”).<sup>2</sup>

2. On February 3, 2025, pursuant to paragraph 43 of the Sale Order, the Debtors filed their *Notice of Fifth Post-Closing Designation Notice* with the Court [D.I. 1923] (the “Designation

---

<sup>1</sup> The Debtors in these cases, together with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

<sup>2</sup> Capitalized terms not otherwise defined in this Certification shall have the meanings provided in the Sale Order.

Notice”). Among other things, the Designation Notice attached a list of 200 of the Debtors’ unexpired leases of nonresidential real property that had been designated for assumption by the Debtors and assignment to Variety (the “Designated Leases”), and identified the landlord associated with each Designated Lease (together, the “Landlords”).

3. The Debtors served the Designation Notice on the Landlords as described in their claims agent’s Affidavit of Service [D.I. 2032]. Variety separately served its information regarding adequate assurance of future performance pursuant to section 365(f)(2)(B) of the Bankruptcy Code on the Landlords as described in Variety’s Affidavit of Service [D.I. 2049].

4. The Designation Notice attached, as Exhibit C, a form of *Order Pursuant to Sections 363 and 365 of the Bankruptcy Code Authorizing the Debtors-In-Possession to Assume, Assign and Sell Certain Non-Residential Real Property Leases* (the “Proposed Order”). Among other things, the Proposed Order provides for the assumption of the Designated Leases by the Debtors, the assignment of the Designated Leases to Variety, and the fixing of the Cure Costs for the Designated Leases at the amounts set forth on the schedule attached as Exhibit A to the Proposed Order (the “Lease Schedule”).

5. Certain of the Landlords have objected, either formally or informally, to one or more aspects of the relief set out in the Proposed Order with respect to their Leases. Variety and/or Gordon Brothers Retail Partners, LLC are engaging, or will engage, in discussions with these Landlords regarding potential resolution of their objections, as well as with certain other Landlords regarding the potential amendment of their Leases prior to assumption and assignment (together, these Landlords’ Leases are referred to herein as the “Unresolved Leases”). In response, the Debtors have removed the Unresolved Leases from the Lease Schedule while negotiations with such Landlords are pending.

6. Pursuant to paragraphs 45 and 46 of the Sale Order, the fourteen (14) day period for the Landlords to file objections with the Court to the relief set out in the Proposed Order has expired, and the Parties now request that the Court enter the Proposed Order with respect to the revised Lease Schedule (the “Modified Lease Schedule”). Counsel certify that they have caused the Court’s main docket in these cases to be reviewed and no objection appears thereon relating to the Leases on the Modified Lease Schedule. Counsel to the Debtors understand from Variety’s counsel that they received no unresolved informal comments to the Leases on the Modified Lease Schedule.

7. The Proposed Order with the Modified Lease Schedule attached is attached to this Certification as **Exhibit A**. For the Court’s reference, a redline comparison of the Modified Lease Schedule against the Lease Schedule filed with the Designation Notice is attached hereto as **Exhibit B**.

8. Accordingly, the Parties respectfully request that the Court enter the Proposed Order attached hereto as **Exhibit A** at its earliest convenience.<sup>3</sup>

---

<sup>3</sup> Counsel for the Parties respectfully submit that the instant Certification invokes the “automatic bridge order” of the Court’s Local Rule 9006-2, and that the filing of this Certification automatically stays the applicable deadline under section 365(d)(4) of the Bankruptcy Code with respect to the CNO Leases pending the Court’s acting on this Certification.

Dated: February 25, 2025

**COZEN O'CONNOR**

/s/ Simon E. Fraser

Simon E. Fraser (No. 5335)  
1201 N. Market St., Ste. 1001  
Wilmington, DE 19801  
Telephone: (302) 295-2000  
Facsimile: (302) 295-2013  
E-mail: sfraser@cozen.com

*Counsel to Variety Stores, LLC*

**MORRIS, NICHOLS, ARSHT & TUNNELL LLP**

/s/ Sophie Rogers Churchill

Robert J. Dehney, Sr. (No. 3578)  
Andrew R. Remming (No. 5120)  
Daniel B. Butz (No. 4227)  
Tamara K. Mann (No. 5643)  
Sophie Rogers Churchill (No. 6905)  
1201 N. Market Street, 16<sup>th</sup> Floor  
Wilmington, DE 19801  
Tel: (302) 658-9200  
rdehney@morrisnichols.com  
aremming@morrisnichols.com  
dbutz@morrisnichols.com  
tmann@morrisnichols.com  
srchurchill@morrisnichols.com

*-and-*

**DAVIS POLK & WARDWELL LLP**

Brian M. Resnick (admitted *pro hac vice*)  
Adam L. Shpeen (admitted *pro hac vice*)  
Stephen D. Piraino (admitted *pro hac vice*)  
Ethan Stern (admitted *pro hac vice*)  
450 Lexington Avenue  
New York, NY 10017  
Tel.: (212) 450-4000  
brian.resnick@davispolk.com  
adam.shpeen@davispolk.com  
stephen.piraino@davispolk.com  
jonah.peppiatt@davispolk.com

ethan.stern@davispolk.com

*Counsel to the Debtors and Debtors in Possession*

**ASHBY & GEDDES, P.A.**

/s/ Gregory A. Taylor

Gregory A. Taylor (No. 4008)  
500 Delaware Avenue, 8th Floor  
Wilmington, DE 19801  
Tel: (302) 654-1888  
Email: [GTaylor@ashbygeddes.com](mailto:GTaylor@ashbygeddes.com)

-and-

Steven Fox, Esq. (admitted *pro hac vice*)

**RIEMER & BRAUNSTEIN LLP**

Times Square Tower  
7 Times Sq, Suite 2506  
New York, NY 10036  
Tel: (212) 789-3150  
Email: [SFox@riemerlaw.com](mailto:SFox@riemerlaw.com)

*Counsel for Gordon Brothers Retail Partners, LLC*